



Woods Hole, Martha's Vineyard and Nantucket Steamship Authority

REQUEST FOR PROPOSALS

FOR CONSULTING SERVICES

TO ASSIST THE STEAMSHIP AUTHORITY IN TRANSITIONING TO A PROCESS-BASED APPROACH TO MANAGEMENT, INCLUDING THE DEVELOPMENT AND IMPLEMENTATION OF A NEW SAFETY MANAGEMENT SYSTEM (SMS) AND QUALITY MANAGEMENT SYSTEM (QMS)

CONTRACT NO. 03-2019

The Woods Hole, Martha's Vineyard and Nantucket Steamship Authority (the "SSA") hereby requests proposals from consulting firms to assist the SSA in transitioning to a process-based approach to management, including the development and implementation of a safety management system (SMS) across its fleet and a quality management system (QMS) across its entire organization, as recommended by HMS Consulting, Glosten and Rigor Analytics (collectively, "HMS") in the report they issued on their comprehensive review of the SSA's operations, dated December 13, 2018 (the "Report"), in accordance with this Request for Proposals ("RFP"). Proposals will be accepted until **2:00 p.m. Eastern Standard Time on Tuesday, _____, 2019**, at the SSA's Procurement Office, which is located on the second floor of the SSA's Administrative Offices, 228 Palmer Avenue, Falmouth, Massachusetts 02540.

I. INTRODUCTION

A. Objective.

In issuing this RFP, the SSA's objective is to enter into a proposed Contract (hereinafter the "Contract") with the consulting firm that submits the most advantageous proposal to the SSA for assisting the SSA in transitioning to a process-based approach to management, including the development and implementation of a safety management system (SMS) across the SSA's fleet and a quality management system (QMS) across its entire organization, as recommended by HMS in their Report. The Report can be viewed and downloaded by going to the "News" webpage (under the "About" tab) of the SSA's website, <https://www.steamshipauthority.com/about/news>.

B. Background.

Information about the SSA and its operations, including its vessels and operating schedules, can be found on the SSA's website, www.SteamshipAuthority.com. As described on the website's "Vessels" webpage (under the "About" tab), the SSA's fleet consists of four large passenger/vehicle ferries (the *M/V Eagle*, the *M/V Island Home*, the *M/V Martha's Vineyard* and the *M/V Nantucket*), five freight boats (the *M/V Gay Head*, the *M/V Governor*, the *M/V Katama*, the *M/V Sankaty* and the *M/V Woods Hole*), and one high-speed passenger-only ferry (the *M/V Iyanough*). As also shown in the "Approved Ferry Schedules with Freight Trips" category of documents on the "Policies, Forms and Information" webpage (also under the "About" tab):

- The SSA operates all four of its large passenger/vehicle ferries during the height of its summer operating schedule (mid-June through early September). During each off-season (early September through mid-June), it operates only three of those vessels so that that it can rotate each of them into repair for its annual maintenance overhaul period (including dry-docks every other year).
- The SSA also operates three or four of its five freight boats during most of its summer operating schedule (mid-May through mid-October) and this past year also began operating a fourth freight boat during the height of that schedule (mid-June through early September). During each off-season (mid-October through mid-June), it operates only two or three of those freight boats, depending upon the time of year, so that it can rotate each of them into repair for its annual maintenance overhaul period (including dry-docks every other year) and, as much as possible, have one of the freight boats be ready as a "spare" vessel to provide service in the event any of the other vessels have to be taken out of service for any reason. (Because the *M/V Governor* can provide reliable service only during the summer season, it is tied up cold during the off-season when it is not undergoing repair and maintenance, and thus cannot be a "spare" vessel during that time.)
- The SSA operates its high-speed passenger-only ferry from the beginning of April through early January each year, allowing that vessel to go into repair for its annual maintenance overhaul period each year from early January through the end of March.

A copy of the SSA's Repair Schedule, as of November 30, 2018, for its vessels from 2018 into 2021, is attached to this RFP as Exhibit A. The SSA's Vessel Maintenance Facility is located in Fairhaven, Massachusetts. The facility does not have a dry dock, and the SSA is required to issue invitations for bids from shipyards to provide dry-dock services for the SSA's vessels.

C. The Report's Final Recommendations.

Based upon its independent and comprehensive review of the SSA's operations, HMS concluded that the SSA "accomplishes an extraordinary amount with the resources they have," that it is comprised of a "group of hard-working and committed employees," and that it "does not get credit for the things it does really well." But HMS also identified numerous areas of potential improvement in the SSA's operations and provided final recommendations for attaining those improvements with implementation plans for each of its final recommendations. Those final recommendations are aligned with four key categories:

1. Implement Process-based Management
2. Establish a Vision
3. Change Organizational Structure
4. Change Management Recruitment and Performance Evaluation

The SSA has embraced both the substance and the spirit of the Report's recommendations, even though it may not completely agree on every aspect of each one, and it has decided to move towards a process-based approach to management. By issuing this RFP, it is seeking proposals from consultants to assist it in making that transition.

1. The Report's Recommendation to Implement Process-based Management.

The Report first recommends that the SSA implement a process-based approach to management, and makes three specific recommendations to put the SSA on that path:

- Recommendation i: That the SSA utilize the ISM Code as guidance to develop and implement an externally audited safety management system (SMS) across the fleet;
- Recommendation ii: That the SSA develop and implement a quality management system (QMS) across the entire organization, preferably in concert with an SMS; and
- Recommendation iii: That the SSA source a Learning Management System (LMS) and implement it first with vessel crews. Based on successes and lessons learned, it can then be expanded to other departments.

The Report also notes that the majority of the intermediate and root cause solutions which HMS identified through its review of the SSA's operations (and listed in Appendices B and C of the Report) should be addressed through the development and implementation of a process-based approach to management as recommended in the Report.

Although HMS has stated that the SSA's implementation of this set of recommendations would have a very high impact, perhaps the highest of all of its recommendations, it cautions that these recommendations are the most difficult to implement properly, that they have a high initial investment cost, and that they involve considerable challenges. Therefore, HMS also observes that the SSA is not in a position to implement these recommendations without external guidance and considerable commitment from leadership.

In addition, HMS identifies three prerequisites for this set of recommendations:

1. The recruitment and hiring of a Director of Health, Safety, Quality and Environmental Protection (HSQE Director) to oversee the development of process-based continuous improvement programs (SMS and QMS) as detailed in HMS's report, manage their ongoing implementation, and fulfill the duties of the Designated Person.¹ (Recommendation vii).
2. The SSA leadership's adoption of a mission statement and supporting performance objectives, the communication of that mission statement and supporting performance objectives to the SSA's employees and the general public, and the identification of the necessary metrics to measure progress against the performance objectives. (Recommendation iv).
3. The commencement of a strategic planning process to include all aspects of the SSA's organization. (Recommendation v).

The SSA has decided that it should implement a process-based approach to management, including the development and implementation of an SMS across the fleet (using the ISM Code as guidance, although not necessarily adopting it wholesale), a QMS across the entire organization, preferably in concert with an SMS, and a LMS. The SSA is now in the process of recruiting and hiring a Health, Safety, Quality and Environmental Protection Director (HSQE Director) with relevant experience. The new HSQE Director will have the authority to enforce the SMS and QMS and be outside the direct operational chain of command in order to avoid being conflicted with competing business interests. In SSA is also in the process of procuring an LMS, which it will then develop and implement with its vessel crews and other employees.

2. The Report's Recommendation to Establish a Vision.

The Report also recommended (in its recommendations iv and v) that the SSA should:

- adopt a mission statement and supporting performance objectives;
- communicate them to the SSA's employees and the general public;
- identify the necessary metrics to measure progress against the performance objectives; and
- begin a strategic planning process to include all aspects of the organization.

Ironically, the SSA previously attempted to adopt a mission statement and develop a strategic business plan in the 1990s. In August 1997, the SSA's then-General Manager asked the SSA's Members to endorse a Strategic Business Plan that the management staff had developed over the prior four months. But the Members declined to formally endorse that plan, and voted instead "to support the overall direction embodied in the management staff's proposed Strategic Business Plan

¹ The role of the Designated Person is to facilitate communications between employees and management (a crucial element of the SMS), verify and monitor the system as it strives for continuous improvement, and coordinate and prepare for external audits.

... with the understanding that certain items need further discussion.” The proposed Strategic Business Plan contained the following mission statement;

“To provide excellent customer services through a safe, convenient and efficient transportation system while responding to changing needs and market demands as well as community concerns within a work environment that promotes quality performance and recognition of our employees.”

However, the SSA has yet to formally adopt this mission statement and, given the passage of time since it was originally proposed, the SSA may decide to revise it or adopt a different mission statement. In order to ensure that the views of all of its constituent communities are considered, the SSA may also want to consider what public notice and input might be appropriate before adopting any mission statement and developing supporting performance objectives and metrics.

The development and subsequent implementation of a strategic plan poses even more challenges. As the Report points out, “planning is never static. Circumstances change, and the plan must be adjusted and updated. The maintenance of a strategic plan is ongoing, year after year.” The Report also recommends that “the SSA seek external guidance in the initial strategic planning effort, maintain momentum and keep the workload for in-house resources manageable.” However, this RFP is not seeking a Consultant to provide external guidance in the development and subsequent implementation of a strategic plan. Those consulting services, if they are to be provided by an outside consultant, will be the subject of another RFP.

3. The Report’s Recommendation to Change Organizational Structure.

The Report also has recommended that the SSA change its organizational structure as follows:

- Adding a second Port Engineer, a second Assistant Port Engineer and a Project Engineer (Recommendation vi);
- Adding a HSQE Director whose position would be outside the direct operational chain of command (Recommendation vii);
- Adding a Director of Marine Operations who would be responsible for all of the vessel employees (including the Chief Engineers) and to whom the Port Captain would report (while also eliminating the Assistant Port Captain position) (Recommendation xiii); and
- Adding a Chief Operating Officer, to whom the Director of Marine Operations, the Director of Engineering & Maintenance and the Operations Manager would report (also part of Recommendation xiii).

As previously discussed, the SSA currently is in the process of recruiting and hiring a HSQE Director (see Part I(C)(1), above, at p. 4). The SSA also is in the process of recruiting and hiring a Director of Marine Operations and a new Port Captain for the reasons stated in the Report, namely, because:

- Vessel personnel will then have only one chain of command, allowing the Engineering and Maintenance Department to serve as a staff function instead of a line function;

- Having a Director of Marine Operations at the senior staff level will ensure that the interests and priorities of the SSA's prime function (vessel operations) are properly represented in the decision-making process by someone with maritime operating experience; and
- The new position will also reduce the burden that the Operations Manager currently has of managing both the SSA's marine operations and its shore operations.

But the SSA is still weighing whether it is also necessary to create a Chief Operating Officer position to accomplish these objectives, and, it is now considering three alternative potential organization charts (which are attached to this RFP as Exhibit B) in addition to the Report's recommended organization chart (which appears in Appendix D of the Report, at p. D-3):

Alternative #1:

- Adds a Director of Marine Operations, as recommended by HMS, but not a Chief Operating Officer. Coordination between marine and shore operations would be managed by the directors of those departments and, in the case of a conflict, resolved by the General Manager.
- Adds a Health, Safety, Quality and Environmental Director (HSQE Director), as recommended by HMS, but has that position become part of the General Counsel's office as another compliance responsibility. In that office, it would still be independent of the chain of command and would also have a direct line of communication to the General Manager.
- Also moves the Director of Security to the General Counsel's office, as that position is responsible for MTSA compliance and incident investigations. (This position has both marine and shoreside security responsibilities, so it should not report to the director of just one of those departments.)

Alternative #2:

- Same as Alternative #1, but adds a Planner position.

Alternative #3:

- Revises Alternative #2 so that vessel maintenance and construction fall within the jurisdiction of the Director of Marine Operations and facility maintenance and construction fall within the jurisdiction of the Director of Shore Operations. Currently most of the management positions in the Engineering and Maintenance Department are either marine-focused (*e.g.*, Port Engineer, Vessel Maintenance Manager) or shore-focused (*e.g.*, Facilities Maintenance Manager, Vehicle Maintenance Supervisor, Woods Hole Terminal Reconstruction Project Manager).
- An open issue would be where to place the current Maximo Planner position. It could be included in IT as a support function, particularly if it is reimagined as part of the development and implementation of new process-based management systems.
- Also an open issue is the coordination of Maintenance Department employee assignments, although they should be able to be managed by the directors of those departments and, in the case of a conflict, resolved by the General Manager.

After revising the upper grade levels of the organization chart and filling the new positions at those grade levels, the SSA will then consider how to reorganize and/or add positions in the Engineering and Maintenance Department, ideally with the input of the new Director of Marine Operations, the new HSQE Director and the new Port Captain, each of whom will have strong knowledge of HSQE programs, including ISO/ISM and best practices.

In addition, the SSA is not eliminating the position of Assistant Port Captain, as it has decided that there is great value in keeping it as a liaison between our fleet personnel and the incoming Port Captain and Director of Marine Operations. The elimination of that position also would ironically result in no increase in human resources in the Vessel Operations Department, merely a net increase in grade and responsibilities of the two current positions in that department, despite the significant additional workload that those managers will have in transitioning to a process-based approach to management. Further, maintaining the Assistant Port Captain position will help ensure that the new Port Captain and Director of Marine Operations will be able to dedicate a sufficient amount of their time and effort to successfully implement HMS's other recommendations.

4. The Report's Recommendation to Change Management Recruitment and Performance Evaluation.

The Report also has recommended that the SSA carefully weigh the advantages and disadvantages of promoting from within and that it increase its efforts to recruit from outside the organization. (Recommendation ix). The Report observes that, if the SSA were to hire individuals from outside the organization with experience in process-based management systems (SMS, QMS and LMS), those new hires will help the SSA in its transition to a process-based management. HMS also notes that, after that transition is accomplished, there may be more value in promoting from within.

As previously noted, the SSA already is in the process of recruiting and hiring candidates for the new Director of Marine Operations and HSQE Director positions because those individuals should have strong knowledge of process-based management systems. However, if internal candidates were to apply for one or both of those positions and had the requisite qualifications, ability and experience, the SSA will consider them as well for the positions.

Finally, the Report recommends that, after the SSA adopts a mission statement and develops a strategic plan, it also develop performance metrics for key managers based upon the performance objectives in the strategic plan and hold them accountable for progress achieved against them. (Recommendation x). The SSA will implement this recommendation as described in the Report (using the SMART goals framework) as part of its implementation of its strategic plan.

II. REQUEST FOR PROPOSALS PROCESS.

The SSA is utilizing a RFP procurement process for this Contact. Under such a process, the selection of the most advantageous proposal will be based upon price and other evaluation factors specified in this RFP. An anticipated schedule of the RFP process is provided in Part VI herein, although it should be noted that the RFP schedule is subject to change during the RFP process.

This RFP fully details the procurement process and the requirements for each proposal, and persons interested in submitting proposals for the Contract must comply with the provisions hereof. The RFP requires each consulting firm, in part, to:

1. provide a detailed description of the manner in which the consulting firm will perform its obligations under the Contract;
2. specify the price for the consulting firm's services; and
3. state its intent, if awarded the Contract, to sign and be bound by the terms and conditions of the Contract.

Unless all proposals are rejected, the SSA shall award the Contract to the eligible and responsible consulting firm who offers the most advantageous proposal to the SSA, based upon the RFP requirements and the evaluation criteria established for the Contract. In this regard, the Total Proposal Price is only part of the evaluation process, as more fully detailed in this RFP.

A. Preparation Costs.

The SSA shall not be liable to any consulting firm for its proposal preparation costs or any other direct or indirect costs arising from a response to this RFP.

B. Addenda to this RFP.

The SSA will furnish, in the form of Addenda to this RFP, copies of any changes or additions to this RFP and any documents referred to herein or attached hereto that are made by the SSA subsequent to the date of this RFP to each person who receives a copy of this RFP. Proposals shall be submitted and evaluated in accordance with this RFP, as so added to and/or changed by the Addenda hereto. All such changes and additions shall be deemed to be incorporated in this RFP and any documents referred to herein or attached hereto.

C. Reservation of Rights by the SSA.

The SSA is soliciting competitive proposals pursuant to a determination that such a process best serves the interest of the SSA and the general public, and not because of any legal requirement to do so. The SSA reserves the right to accept or to reject any and all proposals, to modify or amend with the consent of the consulting firm any proposal prior to acceptance, and to waive any informality, all as the SSA in its sole judgment and discretion may deem to be in its best interest.

III. THE SELECTED FIRM'S CONTRACTUAL OBLIGATIONS

The SSA anticipates that, as a result of this RFP process, it will select a consulting firm to be awarded the Contract for consulting Services to assist the SSA in implementing recommendations contained in the Report. The selected consulting firm shall then become the “Consultant” under that Contract.

A. Description of Consulting Services.

The Consultant shall be required under the Contract to provide all services and deliverables necessary or appropriate to assist the SSA in transitioning to a process-based approach to management, including the development and implementation of an SMS across its fleet and a QMS across its entire organization, as recommended in the Report and as described in its proposal submitted in response to this RFP. All proposals will be carefully reviewed and evaluated by the SSA.

B. Schedule of Services.

Currently the SSA hopes to award the Contract by _____, 2019, and then proceed with a schedule proposed by the Consultant that results in the implementation of recommendations contained in the Report as soon as reasonably practicable but does not impose undue obligations on the SSA's management staff and other employees during the schedule so that they can continue to devote the necessary time to manage and carry out the SSA's operations. Each consulting firm, as part of its Consulting Proposal, should provide sufficiently detailed and complete information to allow the SSA to evaluate fully how the firm proposes to meet its schedule.

IV. SUBMISSION OF PROPOSALS

A. RFP Interpretation.

If a consulting firm desires an explanation, clarification or interpretation of any part of this RFP, it may submit to the SSA's Procurement Officer, Peggy Nickerson, a written request for an interpretation thereof. To facilitate timely responses, the SSA will accept only questions during the RFP process delivered by email to the SSA's Procurement Officer, Peggy Nickerson, whose email address is pnickerson@steamshipauthority.com. Questions received less than five (5) calendar days prior to the Proposal Due Date may or may not be considered, in the SSA's sole discretion.

The SSA encourages proponents to submit suggestions to the SSA regarding how this RFP might be revised in order for the SSA to receive proposals that are more likely to offer the services and deliverables that the SSA is seeking to transition to a process-based approach to management. To the extent the SSA agrees with those suggestions, it will issue one or more Addenda to this RFP

to incorporate those suggestions into the RFP. However, the SSA asks that such suggestions be submitted to Ms. Nickerson no later than three weeks prior to the date for the opening of proposals so that the SSA has sufficient time to consider all such suggestions and issue the appropriate Addenda to all potential proponents.

Any interpretation of this RFP or the Contract Documents will be made solely at the SSA's option, as an Addendum to this RFP. The SSA will not be responsible for any other explanations or interpretations of this RFP or the Contract Documents. Oral explanations, interpretations or instructions given by anyone (including Ms. Nickerson) before the award of the Contract will not be binding on the SSA.

Proponents are advised to rely only upon the matters contained in this RFP and any Addenda to the RFP subsequently issued by the SSA. While questions may be answered by the SSA's representatives (to the extent appropriate and possible), all issues raised which, in the opinion of the SSA, materially affect the competitive proposal process will be clarified in writing by the SSA in the form of Addenda to this RFP, with copies sent to all persons who have requested and received a copy of the RFP.

B. Proposal Forms.

Each proponent shall submit a separate Consulting Proposal and Financial Proposal in the manner described in this RFP. In order to be deemed responsive, proposals must be made on a copy of the Consulting Proposal and Financial Proposal forms furnished by the SSA, with such attachments as are necessary to provide all of the information sought in those forms. Proponents may make their proposals in a manner other than on copies of the SSA's Consulting Proposal and Financial Proposal forms only if they clearly provide all of the information sought in those forms.

If proposals are submitted in paper form, the SSA prefers that they be presented in loose-leaf, three-ring binders, with foldout not exceeding 11" x 17". If drawings exceeding 11" x 17" are included in a proposal, the SSA asks that the proponent also provide reproducible copies thereof. Elaborate brochures or other presentations beyond that sufficient to present a complete and effective proposal are not desired. Elaborate artwork, expensive paper and bindings, and expensive visual or other presentation aids are not necessary either.

Each proposal shall be signed by the consulting firm. If a proposal is submitted by a corporation, it shall be signed in the name of the corporation, followed by identification of the position the signer holds in the corporation. If a proposal is submitted by a partnership, it shall be so stated and the proposal shall contain the names of each partner and shall be signed in the firm name, followed by the signatures of the partners. If a proposal is submitted by a joint venture, it shall be accompanied by a certified copy of the joint venture agreement, documents evidencing the authority of all parties to the joint venture to submit the proposal, and a financial statement for the joint venture describing in detail the individual contributions of all parties to the joint venture.

All information, prices, acknowledgments and signatures shall be legibly entered in the spaces provided on the Consulting Proposal and Financial Proposal forms (or on the consulting firm's attachments thereto), typed or in ink, and without alteration.

Proposals which are incomplete or contain alterations may be rejected as non-responsive. Misrepresentations in a proposal may be cause for rejection of a proposal, cancellation of Contract award or termination of the Contract for cause.

C. Acknowledgments.

Each consulting firm must carefully examine this RFP, including all of its exhibits (which consist of, among other things, the proposal forms). The submission of a proposal shall be conclusive evidence that the consulting firm has made its examinations and understands all requirements for the performance of the Contract Work. By submitting a proposal, each consulting firm further warrants, agrees and acknowledges that it:

- (1) has taken steps reasonably necessary to ascertain the nature and scope of the Contract Work, and understands that failure to do so will not be justification for a change order, protest or claim against the Authority;
- (2) has satisfied itself as to the adequacy of time allowed for the completion of the Contract Work;
- (3) has not discovered any patent ambiguities, other than those identified in writing to the SSA, that would be discovered by a prudent consulting firm in preparing its proposal;
- (4) is familiar and will comply with all Federal, State and local laws, ordinances and regulations which might affect those engaged in the Contract Work; and
- (5) has read, fully understands and intends to sign the Contract, as the same may have been modified during the RFP process.

Each consulting firm agrees that the SSA shall not be liable to it on any claim for additional payment or additional time or any claim whatsoever if the claim directly or indirectly results from the consulting firm's failure to investigate and familiarize itself sufficiently with the conditions under which the Contract is to be performed.

No claim shall be allowed because of any ambiguity in the Contract if: (i) the consulting firm discovers an ambiguity, but fails to notify the SSA; or (ii) the consulting firm failed to discover a patent ambiguity that would have been discovered by a reasonably prudent consulting firm in preparing its proposal.

Any failure of a consulting firm to take the actions acknowledged above shall not relieve the consulting firm from responsibility of estimating properly the difficulty and cost of successfully

performing the Contract Work, or from proceeding to successfully perform the Contract Work without additional expense to the SSA.

D. Total Contract Price.

The consulting firm's proposed Total Contract Price for the work covered under this Contract and subject to the terms and conditions set forth herein is to be set forth in its Financial Proposal. There will be no other charges or service fees applicable to the SSA in connection with this Contract, except as explicitly provided herein. The Total Contract Price shall include any and all sales, use or excise taxes with respect to the Contract lawfully assessed or levied prior to or concurrently with delivery and acceptance of the items covered under this Contract. In this regard, the SSA notes that, as a public instrumentality of The Commonwealth of Massachusetts, it is exempt from Massachusetts sales, use and excise taxes. However, whether or not the SSA is similarly exempt, in whole or in part, from taxes assessed or levied by States other than Massachusetts (or by counties, municipalities or other local authorities within such other States) depends upon the applicable law of each of those other States, as to which the SSA makes no representations.

E. Submission of Proposals and Due Date.

Proposals for the Contract will be accepted until **2:00 p.m. Eastern Standard Time on Tuesday, _____, 2019**, at the SSA's Procurement Office, which is located on the second floor of the SSA's Administrative Offices, 228 Palmer Avenue, Falmouth, Massachusetts 02540.

SUBMISSION OF PROPOSALS BY EMAIL: Instead of delivering paper versions of their proposals to the SSA, consulting firms may submit their proposals electronically. Proposals transmitted via email must be sent to: procurement@steamshipauthority.com and no other email address. The proposals must be attached and formatted as follows:

- File format must be Adobe Acrobat Reader 7 or higher.
- Total file size of any attachment or groups of attachments for any email must not exceed five megabytes. Emails with total attachment file sizes larger than five megabytes must be split into separate emails.
- Attached file names must include the contract name and a partial name of the consulting firm (for example: Company ABC – Contract 03-2019 – File 1.pdf). File extensions must be included and be .pdf.
- If more than one file is being sent both the file name and the email name should state the file number and the total number of files being submitted. For example: File 1 of 5.
- Email subject lines must contain the same information (but without the .pdf). For example: Company ABC – Contract 03-2019 – Files 1 through 4 of 4.

- If more than one email is being sent, the subject line must also state the email number and the total number of emails being sent. For example: Email 1 of 3.
- A consulting firm's Financial Proposal must be sent in a separate email from its Consulting Proposal.

The SSA assumes no responsibility for the successful transmission or receipt of proposals submitted electronically. Accordingly, consulting firms submitting their proposals electronically are encouraged to do so well in advance of the deadline for the submission of proposals and to communicate with Procurement Officer Peggy Nickerson (at her email address and not procurement@steamshipauthority.com) to confirm that the SSA has received all parts of each proposal. Proposals or any parts thereof that were returned to the sender as non-deliverable or not delivered, as well as proposals or any parts thereof received after the deadline for the submission of proposals will be rejected as non-responsive to the RFP. Electronic delivery of any proposals to any email address other than procurement@steamshipauthority.com will NOT constitute receipt by the Authority. It is the sole responsibility of proponents to ensure that proposals are received electronically at the proper email address prior to the stated deadline.

If a consulting firm chooses to deliver its proposal to the SSA in paper form instead of electronically, the proposal must comply with the following in order for it to be deemed responsive to this RFP:

1. The consulting firm must place one original and 15 copies of its Consulting Proposal (appropriately executed and providing all of the information requested therein), in a sealed envelope or other sealed container duly marked so as to identify the documents as a Consulting Proposal submitted for the Contract to assist the SSA in transitioning to a process-based approach to management, including the development and implementation of a safety management system (SMS) and a quality management system (QMS).
2. That sealed envelope or container also must be accompanied by a separately sealed envelope containing one original and 15 copies of the consulting firm's Financial Proposal (appropriately executed and providing all of the information requested therein), which similarly must be duly marked so as to identify it as the consulting firm's Financial Proposal submitted in connection with the Contract to assist the SSA in transitioning to a process-based approach to management, including the development and implementation of a safety management system (SMS) and a quality management system (QMS), so as to avoid the disclosure of the Financial Proposal until after the SSA evaluates all Consulting Proposals submitted on the basis of criteria other than price.
3. Both the sealed envelope (or other sealed container) containing the documents constituting the consulting firm's Consulting Proposal and the sealed envelope containing the consulting firm's Financial Proposal must then be placed together into another sealed envelope or other sealed container for submission to the SSA as a "Proposal Package."

Proposal Packages may be hand delivered to the SSA on regular business days between the hours of 8:30 a.m. and 4:30 p.m. at the SSA's Procurement Office prior to 2:00 p.m. Eastern Standard Time on Tuesday, _____, 2019. Such Proposal Packages may also be mailed sufficiently in advance of _____, 2019 to ensure that they are received by the SSA before 2:00 p.m. on that date, addressed as follows:

Woods Hole, Martha's Vineyard and
Nantucket Steamship Authority
Procurement Office
228 Palmer Avenue
Falmouth, Massachusetts 02540

NOTE: Proposals or any parts thereof received in the Procurement Office after the time and date stated above will be rejected as non-responsive to this Request. Delivery of any proposals to any office, function or location other than the Procurement Office will **NOT** constitute receipt by the SSA. It is the sole responsibility of proponents to ensure that proposals are received at the proper location prior to the stated deadline. Proponents should plan accordingly for timely delivery.

Regardless of whether a consulting firm's proposal is submitted in paper form or electronically, information submitted separately will not be considered by the SSA in evaluating the proposals. Faxed proposals will not be accepted.

Proponents are advised that the SSA is a public entity and that all proposals submitted in response to this RFP will become public records, unless specifically exempted under Mass. G.L. c. 4, § 7, clause twenty-sixth.

F. Corrections, Modifications and Withdrawal of Proposals.

A consulting firm may correct, modify or withdraw a proposal by written notice received in the Procurement Office of the SSA prior to 2:00 p.m. Eastern Standard Time on Tuesday, _____, 2019. After the proposals are opened, however, no proposal will be allowed to be withdrawn for any reason whatsoever between the time for the final submission of proposals and June 30, 2019. Nor will a consulting firm be allowed to change the price or any other provision of a proposal in a manner prejudicial to the interest of the SSA or fair competition.

The SSA may, but is not required to, waive minor informalities in a proposal or allow the consulting firm to correct them. If a mistake and the intended proposal are clearly evident on the face of the proposal documents the SSA may correct the mistake to reflect the intended correct proposal and so notify the consulting firm in writing, and the consulting firm may not withdraw the proposal. A consulting firm may withdraw a proposal if a mistake is clearly evident on the face of the proposal documents but the intended correct proposal is not similarly evident.

V. EVALUATION OF PROPOSALS AND CONTRACT AWARD

Because the SSA has determined that the selection of the most advantageous proposal for the Contract requires comparative judgments of factors in addition to price, all factors will be carefully considered by the SSA in evaluating proposals received and in awarding any Contract, and the award of the Contract will not be made solely on the basis of price alone.

A. Proposal Opening and Evaluation Procedure.

At 2:00 p.m. Eastern Standard Time on _____, 2019, the SSA's General Manager shall not open the proposals publicly, but shall open the Proposal Packages in the presence of one or more witnesses. At the opening of the Proposal Packages, the General Manager shall prepare a register of proposals which shall include the name of each consulting firm and the number of modifications, if any, received. The register of proposals shall be open for public inspection. In addition, at that time, the General Manager shall open each consulting firm's Consulting Proposal, but shall not open the sealed envelopes containing the copies of the consulting firms' Financial Proposals; instead, the Financial Proposals shall remain sealed in a secured place until after the consulting firms' Consulting Proposals are evaluated on the basis of criteria other than price.

The General Manager shall then forward the Consulting Proposals to the SSA's Members, who shall be responsible for the evaluation of the Consulting Proposals on the basis of criteria other than price, and he shall also forward the Consulting Proposals to the Port Council members. (As previously stated, the proponents' Financial Proposals shall remain sealed until after the SSA's Members evaluate the Consulting Proposals on the basis of criteria other than price, and the contents of such Financial Proposals otherwise may not be disclosed by the consulting firms to any of the SSA's Members, Port Council members, employees or agents of the SSA, either directly or indirectly, before the preparation of the aforesaid evaluations.)

The SSA's Members shall together evaluate the Consulting Proposals at a duly constituted meeting in public session, and their evaluations shall be based solely on the non-price criteria set forth in this RFP. During the meeting, the SSA's Members shall specify:

1. for each category of information provided by a consulting firm in its Consulting Proposal in response to this RFP (as set forth in the Consulting Proposal form furnished by the SSA), a rating of the Consulting Proposal as highly advantageous, advantageous, not advantageous or unacceptable, and the reasons for the rating;
2. a composite rating for each Consulting Proposal, and the reasons for the rating; and
3. revisions, if any, to any provision of each Consulting Proposal which should be obtained by negotiation prior to awarding a Contract to the consulting firm submitting the proposal.

In the course of evaluating the Consulting Proposals, the SSA's Members may, but are not required to, request any consulting firm or consulting firms to make presentations explaining their Consulting Proposals, the contents of which will be considered in the evaluation process. However, the presentations may not change or add to the provisions of such proposals or otherwise

affect such proposals in a manner prejudicial to fair competition. The SSA's Members may also ask for and receive the advice and assistance of any Port Council members, management staff members and/or other persons.

After the SSA's Members have finished the aforesaid evaluations, the General Manager shall open the Financial Proposals at the same meeting in public session or a subsequent meeting in public session. At the opening of the Financial Proposals, the General Manager shall prepare a register of such Financial Proposals which shall include the name of the consulting firm and the number of modifications, if any, received. The register of Financial Proposals shall be open for public inspection.

After the opening of the Financial Proposals, at the same meeting in public session or a subsequent meeting in public session, the SSA's Members shall select up to three finalists from among the responsible and eligible consulting firms for the Contract taking into consideration price and the evaluations of the Consulting Proposals. The SSA's Members shall also rank the finalists in their recommended order of qualification and explain the reasons for their choice and ranking of the finalists. In the course of selecting and ranking the finalists, the SSA's Members may again ask for and receive the advice and assistance of any Port Council members, management staff members and/or other persons.

B. Award of Contract.

The SSA's Members shall then award the Contract by a majority vote at a duly constituted public meeting, and may condition an award on successful negotiation of any revisions contained in the evaluations or subsequently suggested by the SSA's Members after the opening of the Financial Proposals. If a selected consulting firm declines to enter into a Contract with the SSA, the SSA's Members may then award the Contract to another consulting firm, again, subject to such conditions contained in the evaluations or suggested by the SSA's Members. The General Manager shall deliver written notice of the award to the selected consulting firm by _____, 2019. The parties may extend the time for acceptance by mutual agreement.

C. Confirmation of Information Submitted by Consulting firms.

In evaluating the Consulting Proposals, the SSA may conduct such investigation as the SSA deems necessary and appropriate to verify the information submitted and ultimately confirm whether a consulting firm should be awarded the Contract. The SSA also may conduct such investigation at any time prior to the execution of the Contract, and a consulting firm's failure to respond to requests for information in connection with any such investigation will be sufficient reason to consider the consulting firm's proposal non-responsive.

In addition, by submitting a proposal hereunder, the consulting firm authorizes the SSA to obtain any information pertinent to such proposal, including but not limited to information from any of the consulting firm's current or past clients, whether identified in a proposal or not. Prior to evaluation, the SSA will notify the consulting firm of any such information so obtained. Such

information will be afforded evaluation consideration to the same extent as comparable information provided in a proposal, consistent with the evaluation criteria set forth in this RFP.

D. Execution of Contract.

Within five (5) business days after the date of Contract award, the successful consulting firm shall deliver to the SSA a Contract appropriately executed by a duly authorized officer or agent of the consulting firm.

No proposal shall bind the SSA until it signs the Contract, notwithstanding a notice of selection and/or Contract award. The consulting firm shall bear all risks for any Contract Work begun or any materials ordered before the SSA signs the Contract.

E. Failure to Execute Contract.

If the successful consulting firm fails or refuses to sign the Contract, the SSA may then award the Contract to a responsible and eligible consulting firm who offers the SSA the second most advantageous proposal. If such second consulting firm fails to return the requirement documents as stated above within the time provided after the date of Contract award, the Contract may then be awarded successively in like manner to the remaining next most advantageous consulting firms until the above requirements are met or the remaining proposals are rejected.

F. Reservation of Rights by the SSA.

The SSA is soliciting competitive proposals pursuant to a determination that such a process best serves the interest of the Authority and the general public, and not because of any legal requirement to do so. The SSA reserves the right to accept or to reject any and all proposals, to modify or amend with the consent of the proponent any proposal prior to acceptance, and to waive any informality, all as the SSA in its sole judgment and discretion may deem to be in its best interest.

VI. ANTICIPATED RFP SCHEDULE

The anticipated schedule of the RFP process is set forth below:

02/__/2019	Issuance of Request for Proposals
0/__/2019	Deadline for Submission of Proposals
0/__/2019	Completion of Evaluations of Consulting Proposals

0_/_/2019

Opening of Financial Proposals, Ranking of Finalists, and Award of Contract

NOTE: The above RFP Schedule is subject to change during the RFP process.

VII. EXHIBITS TO THE REQUEST FOR PROPOSALS

- A. The SSA's Repair Schedule, as of November 30, 2018, for its vessels from 2018 into 2021.
- B. Three Alternative Potential Organization Charts.
- C. Consulting Proposal Form.
- D. Financial Proposal Form.
- E. Non-Price Evaluation Criteria.

EXHIBIT A

2018 - 2022 Repair Schedule as of 11/30/2018

VESSEL	COI Due	DRY-DOCK Due	DRY-DOCK		REPAIR		SPRUCE UP		STANDBY STATUS	
			START	FINISH	START	FINISH	START	FINISH	START	FINISH
M/V MARTHA'S VINEYARD (prior dry dock 12-01-2014) (last dry dock 01-11-2018) (Required by 12-01-2019)	10/22/2019	2019			09/08/2018	10/22/2018				
		2019	09/09/2019	10/20/2019	10/21/2019	11/22/2019	05/15/2019	05/23/2019		
		&			09/09/2020	10/20/2020	06/11/2020	06/16/2020		
		2021	09/10/2021	10/21/2021	10/22/2021	11/23/2021	05/16/2021	05/24/2021		
					09/08/2022	10/22/2022	05/17/2022	05/22/2022		
M/V NANTUCKET (prior dry dock 10-16-2015) (last dry dock 05-21-2018) (Required by 10-16-2020)	05/21/2019	2020								
		2019			03/25/2019	05/14/2019				
		&	02/24/2020	04/11/2020	04/12/2020	05/20/2020				
		2021	02/24/2021	04/12/2021	04/13/2021	05/15/2021				
					03/30/2022	05/16/2022				
M/V EAGLE (prior dry dock 01-15-2014) (last dry dock 02-29-2016) (Required by 01-15-2019)	01/08/2019	2019								
		2018	10/23/2018	12/18/2018	12/19/2018	01/20/2019	05/29/2018	06/12/2018		
		&			12/02/2019	01/09/2020	05/30/2019	06/10/2019		
		2020	10/21/2020	12/07/2020	12/08/2020	01/09/2021	05/27/2020	06/04/2020		
		&			12/03/2021	01/10/2022	06/03/2021	06/11/2021		
		2022	10/23/2022	12/06/2022	12/07/2022	01/08/2023	06/01/2022	06/09/2022		
M/V ISLAND HOME (prior dry dock 04-25-2015) (last dry dock 03-08-2018) (Required by 04-25-2020)	04/02/2019	2020								
					01/21/2019	03/24/2019	06/13/2018	06/18/2018		
		2020	01/10/2020	02/23/2020	02/24/2020	03/30/2020	06/11/2019	06/19/2019		
		&			01/10/2021	02/23/2021	06/05/2020	06/10/2020		
		2022	01/11/2022	02/24/2022	02/25/2022	03/29/2022	06/12/2021	06/17/2021		
							06/10/2022	06/15/2022		

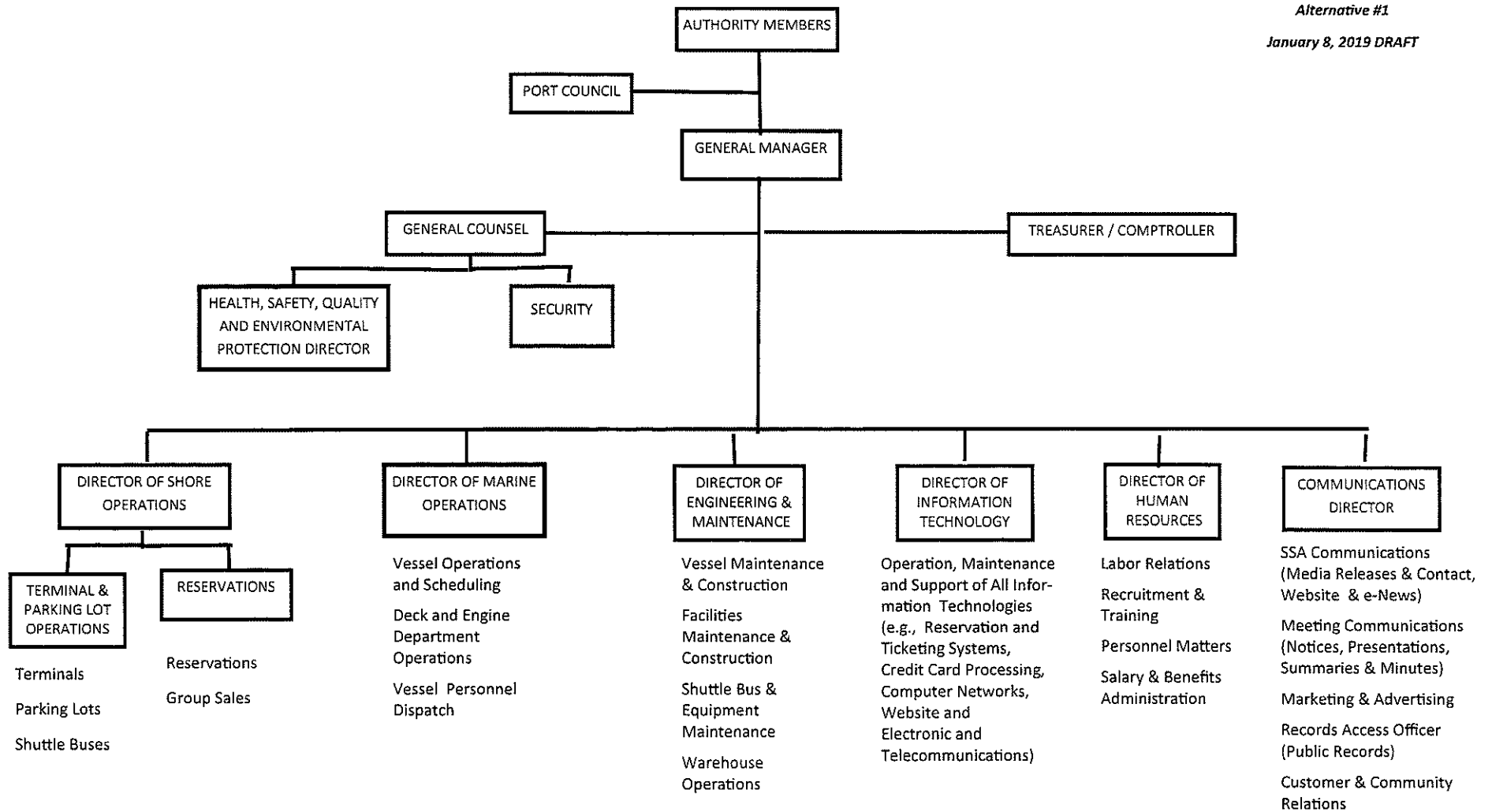
2018 - 2022 Repair Schedule as of 11/30/2018

VESSEL	COI Due	DRY-DOCK Due	DRY-DOCK		REPAIR		SPRUCE UP		STANDBY STATUS	
			START	FINISH	START	FINISH	START	FINISH	START	FINISH
M/V WOODS HOLE	12/04/2018	2019								
(prior dry dock n/a)		2019	12/31/2018	02/07/2019	02/08/2019	03/15/2019			12/04/2018	12/31/2018
(last dry dock 05-27-2016)		&			01/10/2020	02/23/2020				
(Required by 05-27-2019)		2021	01/07/2021	02/14/2021	02/15/2021	03/16/2021				
					01/11/2022	02/24/2022				
M/V SANKATY	10/29/2019	2019								
(prior dry dock 10-22-2014)		2018			09/08/2018	10/19/2018				
(last dry dock 11-14-2016)		&	09/09/2019	12/19/2019	12/20/2019	01/30/2020			11/28/2018	12/31/2018
(Required by 10-30-2019)		2020			10/18/2020	11/25/2020				
		&	10/22/2021	12/11/2021	12/12/2021	01/10/2022				
		2022			10/20/2022	11/21/2022				
M/V KATAMA	05/16/2021	2019								
(prior dry dock 03-23-2015)		2018	06/22/2018	08/08/2018	08/09/2018	09/07/2018			10/23/2018	11/15/2018
(last dry dock 03-13-2017)		&			05/30/2019	07/01/2019				
(Required by 03-31-2019)		2020	05/27/2020	07/07/2020	07/08/2020	08/06/2020				
		&			06/03/2021	07/02/2021				
		2022	05/23/2022	07/06/2022	07/07/2022	08/08/2022				
M/V GAY HEAD	01/29/2020									
(prior dry dock 01-03-2014)					05/23/2018	06/21/2018			11/16/2018	12/03/2018
(prior dry dock 01-25-2016)		2019	07/02/2019	08/12/2019	08/13/2019	09/08/2019				
(last dry dock 08-18-2017)		&			08/07/2020	09/11/2020				
(Required by 08-18-2020)		2021	07/03/2021	08/13/2021	08/14/2021	09/09/2021				
					08/09/2022	09/07/2022				

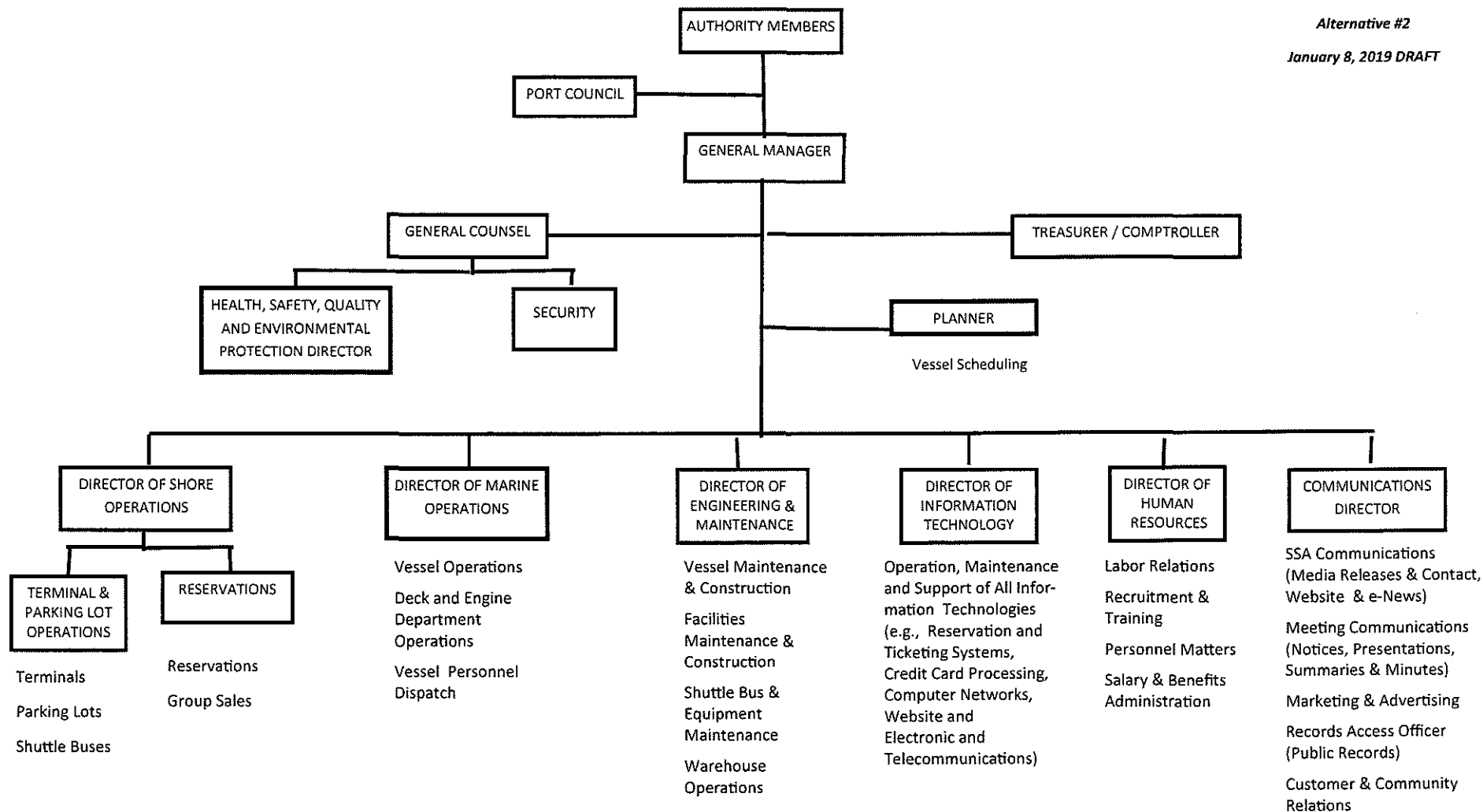
2018 - 2022 Repair Schedule as of 11/30/2018

VESSEL	COI Due	DRY-DOCK Due	DRY-DOCK		REPAIR		SPRUCE UP		STANDBY STATUS	
			START	FINISH	START	FINISH	START	FINISH	START	FINISH
M/V GOVERNOR (prior dry dock 05-16-2016) (last dry dock 04-17-2018) (Required by 04-30-2021)	05/15/2019	2021			10/23/2018	10/28/2018	Winterization			
					03/19/2019	05/14/2019	Winterization			
					10/24/2019	10/29/2019	Winterization			
		2020	02/25/2020	04/05/2020	04/06/2020	05/14/2020	Winterization			
					10/21/2020	10/26/2020	Winterization			
		&			03/17/2021	05/15/2021	Winterization			
					10/19/2021	10/24/2021	Winterization			
		2022	02/10/2022	03/14/2022	03/15/2022	05/16/2022	Winterization			
					10/20/2022	10/25/2022	Winterization			
M/V IYANOUGH (prior dry dock 04-01-2016) (last dry dock 03-20-2018) (Required by 03-30-2021)	04/07/2021	2020			01/03/2019	01/08/2019	Winterization			
					01/09/2019	03/12/2019	Engine Overhaul (?)			
					03/13/2019	04/02/2019				
		2020			01/04/2020	01/09/2020	Winterization			
					01/10/2020	02/20/2020	Engine Overhaul (?)			
			02/21/2020	03/09/2020	03/10/2020	03/30/2020				
					01/04/2021	01/09/2021	Winterization			
					01/10/2021	03/10/2021	Engine Overhaul (?)			
					03/11/2021	03/31/2021				
					01/05/2022	01/10/2022	Winterization			
			02/22/2022	03/14/2022	01/11/2022	02/21/2022	Engine Overhaul (?)			
					03/15/2022	03/29/2022				
		2018	2019	2020	2021	2022	2023			

EXHIBIT B



Alternative #2
January 8, 2019 DRAFT



Alternative #3
January 8, 2019 DRAFT

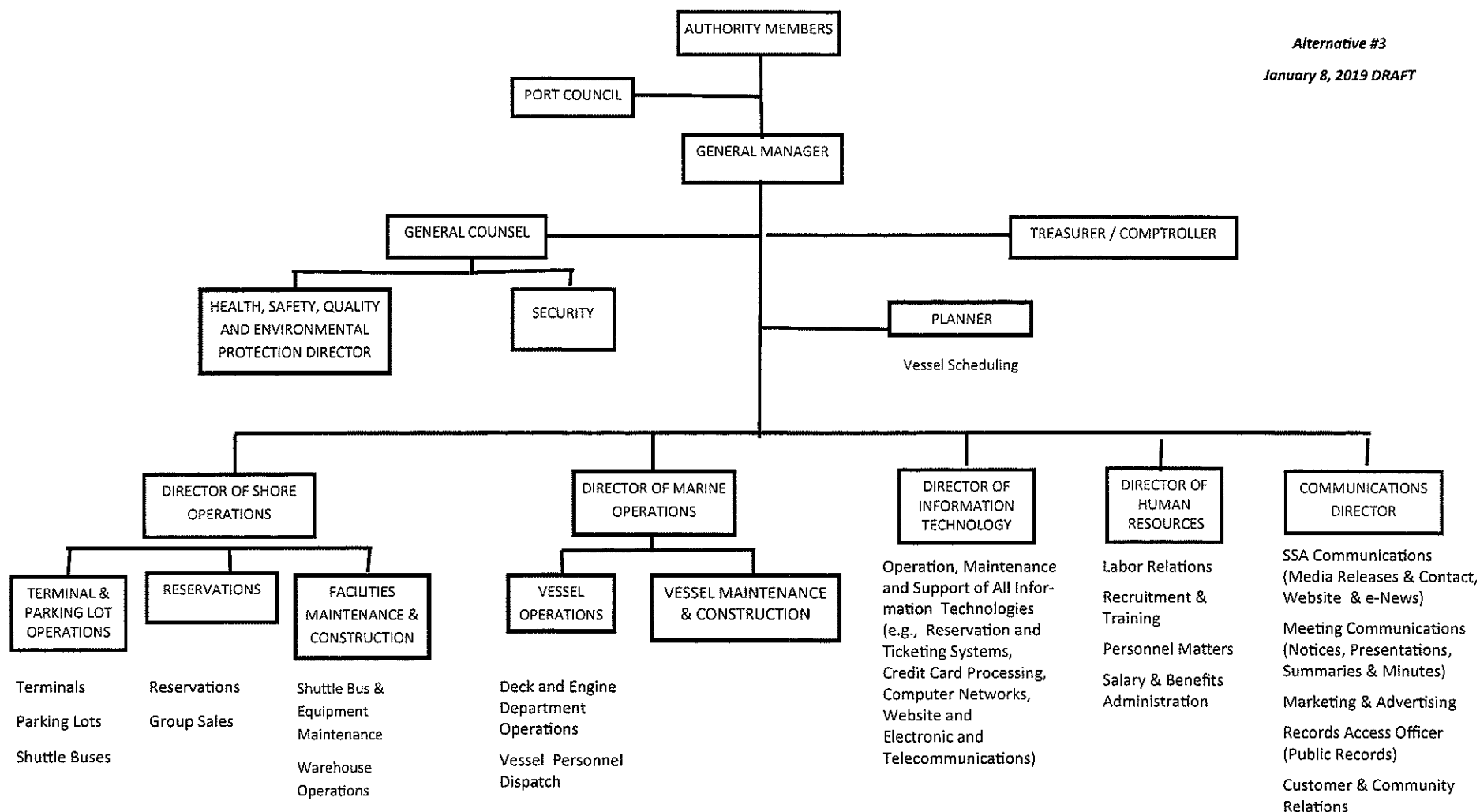


EXHIBIT C

CONSULTING PROPOSAL

FOR CONSULTING SERVICES

**TRANSITIONING TO A PROCESS-BASED APPROACH TO MANAGEMENT,
INCLUDING THE DEVELOPMENT AND IMPLEMENTATION OF A NEW SAFETY
MANAGEMENT SYSTEM (SMS) AND QUALITY MANAGEMENT SYSTEM (QMS)**

CONTRACT NO. 03-2019

[All items must be completed using this form. Additional sheets referenced by item number in the order in which they appear on this form should be used when more space is necessary for a full answer. Charts, diagrams and exhibits may be utilized if desired. A Proponent may make its Consulting Proposal in a manner other than on a copy of this form only if the Proponent clearly provides all of the information sought in this form.]

Woods Hole, Martha's Vineyard and
Nantucket Steamship Authority
228 Palmer Avenue
Falmouth, Massachusetts 02540

Gentlemen and Ladies:

We hereby submit the following Consulting Proposal for the proposed Contract for Consulting Services (the "Contract") to assist the Steamship Authority in transitioning to a process-based approach to management, including the development and implementation of a safety management system (SMS) across its fleet and a quality management system (QMS) across its entire organization, , as recommended by HMS Consulting, Glosten and Rigor Analytics (collectively, "HMS") in the report they issued on their comprehensive review of the SSA's operations, dated December 13, 2018 (the "Report") -- Contract No. 03-2019 -- in strict compliance with the Request for Proposals therefor, which is made a part of this proposal by reference thereto, as stated below:

A. BACKGROUND INFORMATION.

1. Name of Proponent: _____
being a: _____
(corporation, partnership, individual or other)

2. If the Proponent is a corporation, the State under whose laws the Proponent was organized and is existing is: _____

If the Proponent is a partnership, attach a copy of the Proponent's Partnership Agreement, if any, together with any amendments thereto. If no written Partnership Agreement exists, describe the material terms of the partnership, including the date that the partnership was formed.

3. Address of
Principal Office: _____

Official Representative: _____

Telephone Number: _____

Fax Number: _____

4. Provide the names and addresses of all persons interested in this proposal. (Note: Provide the first and last names in full. If the Proponent is a corporation, provide the names of the corporation's officers and directors, as well as stockholders who own more than 5% of the corporation's outstanding shares of stock; if the Proponent is a partnership, provide the names of all partners.)

5. Has the Proponent or any person identified in your answer to Question No. 4 been convicted of any felony?

Yes or No: _____
(If Yes, Explain)

6. Is the Proponent or any person identified in your answer to Question No. 4 a Member, officer, employee or agent of the Authority?

Yes or No: _____
(If Yes, Explain)

7. During the past seven years, has the Proponent or any person identified in your answer to Question No. 4 been the subject of a petition for bankruptcy, liquidation or reorganization?

Yes or No: _____
(If Yes, Explain)

8. Has the Proponent or any person identified in your answer to Question No. 4 been convicted or finally adjudicated of any of the following:

- (a) a criminal offense incident to obtaining or attempting to obtain a public or private contract (including but not limited to illegal restraint of trade or collusive bidding), or in the performance of such contract (including but not limited to falsification of information or submission of deceptive or fraudulent statements in connection with the prequalification, bidding or performance phase of a contract);
- (b) a criminal offense involving embezzlement, theft, forgery, bribery, falsification or destruction of records, receiving stolen property or any other offense indicating a lack of business integrity or business honesty which seriously and directly affects the Proponent's or the person's responsibility as a public contractor;
- (c) a violation of state or federal laws regulating campaign contributions;
- (d) a violation of state or federal law regulating hours of labor, prevailing wages, minimum wages, overtime pay, equal pay, child labor or workers' compensation;
- (e) repeated or aggravated violation of any state or federal law regulating labor relations or occupational health or safety;
- (f) repeated or aggravated violation of any state or federal law prohibiting discrimination in employment; or
- (g) repeated or aggravated violation of any state or federal environmental law?

Yes or No: _____
(If Yes, Explain)

B. RELEVANT CONSULTING EXPERIENCE.

1. Provide a narrative description of the Proponent's history of experience in providing consulting services to assist organizations in transitioning to a process-based approach to management, including the development and implementation of safety management systems (SMS) across fleets of vessels and quality management systems (QMS) across entire organizations. The narrative should detail how the Proponent's experience is indicative of its capability to provide such consulting services for the SSA, and should describe any such services the Proponent has provided for vehicle/passenger ferry operations as opposed to other marine operations, including whether the SMSs developed and implemented by those operations used the ISM Code as guidance.
2. List the three most recent ferry or other marine operation clients for whom the Proponent has provided consulting services to assist them in transitioning to a process-based approach to management, together with the names, addresses, contact persons, email addresses and telephone numbers of those clients, and describe the consulting services the Proponent performed for them.

C. PROPOSED PERFORMANCE OF CONTRACT.

1. Provide sufficiently detailed and complete information to allow the SSA to evaluate fully how the Proponent proposes to fulfill the Consultant's obligations under the Contract to provide consulting services to assist the SSA in transitioning to a process-based approach to management, including the development and implementation of an SMS across its fleet, and a QMS across its entire organization, as recommended by HMS in its Report. The Proponent's response should:
 - include the Proponent's proposed Contract Schedule;
 - identify the key individuals who will be involved in the Contract, describe what their roles will be, and provide their curricula vitae or descriptions of their relevant qualifications and experience;
 - identify all computer software programs and other products it will provide under the Contract or it is proposing that the SSA use in connection with the development and implementation of an SMS and QMS, and if possible provide links to webinars, YouTube videos or other websites so that the SSA can view demonstrations of those software programs and other products; and
 - describe all the training the Proponent will provide to the SSA's employees to ensure that the Proponent does not just develop formalized policies, procedures, standards, manuals, forms, checklists and QA/QC for the SSA, but will also successfully create a culture within the SSA to ensure its transition to a process-based approach to management.
2. Provide sufficiently detailed and complete information to allow the SSA to evaluate fully how the Proponent proposes to meet the Proponent's proposed Contract Schedule. In this regard, it should be noted that the timeline in the Proponent's proposed Contract Schedule

may be based, in whole or in part, on the dates that the SSA's new Director of Marine Operations, Director of Health, Safety, Quality and Environmental Protection, Port Captain and/or Director of Human Resources commence their employment with the SSA.

D. PROPOSED CONTRACT WITHOUT FINANCIAL INFORMATION.

Provide the Proponent's proposed Contract(s) with the SSA for the provision of Proponent's consulting services, **except for the Proponent's proposed Total Contract Price or any other information from which any aspect of the Proponent's proposed financial compensation for its services could be identified.**

E. CERTIFICATIONS AND ACKNOWLEDGMENTS.

The undersigned hereby acknowledges and certifies under the penalties of perjury, to the best of his or her knowledge, information and belief, that:

1. The Proponent agrees that if its proposal is accepted by the SSA, the Proponent will enter into a Contract with the SSA in substantially the form described in its Consulting Proposal and Financial Proposal.
2. By submission of its proposal in response to the Request for Proposals, the Proponent authorizes the SSA to contact any and all parties who may have knowledge or information concerning the Proponent's operations, experience and background and, further, hereby authorizes all such parties to communicate such knowledge and information to the SSA.
3. In making this proposal, the Proponent has relied only upon the matters contained in the Request for Proposals and addenda thereto which have been issued by the SSA and disseminated to all potential proponents. The Proponent has not relied upon any other representations, either written or oral, made by the SSA and/or any of its Members, officer, employees or agents.
4. The SSA is soliciting competitive proposals pursuant to a determination that such a process best serves the interest of the SSA and the general public, and not because of any legal requirement to do so. The Proponent acknowledges the SSA's right to accept or to reject any and all proposals prior to acceptance, and to waive any informality, all as the SSA in its sole judgment and discretion may deem to be in its best interest.
5. All of the information contained in this proposal, including all of the attachments hereto, is true and correct.

6. This proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word “person” shall mean any natural person, business, partnership, corporation, union, committee, club or other organization, entity or group of individuals.

(Name of Person Signing Proposal)

(Title of Person Signing Proposal)

(Name of Proponent)

(Federal ID or Soc. Sec. No.)

(Street Address)

(Telephone Number)

(Town/City, State, Zip Code)

(Email Address)

(Date)

(Signature)

EXHIBIT D

FINANCIAL PROPOSAL

FOR CONSULTING SERVICES

**TRANSITIONING TO A PROCESS-BASED APPROACH TO MANAGEMENT,
INCLUDING THE DEVELOPMENT AND IMPLEMENTATION OF A NEW SAFETY
MANAGEMENT SYSTEM (SMS) AND QUALITY MANAGEMENT SYSTEM (QMS)**

CONTRACT NO. 03-2019

[All items must be completed using this form. Additional sheets referenced by item number in the order in which they appear on this form should be used when more space is necessary for a full answer. Charts, diagrams and exhibits may be utilized if desired. A Proponent may make its Financial Proposal in a manner other than on a copy of this form only if the Proponent clearly provides all of the information sought in this form.]

Woods Hole, Martha's Vineyard and
Nantucket Steamship Authority
228 Palmer Avenue
Falmouth, Massachusetts 02540

Gentlemen and Ladies:

We hereby submit the following Financial Proposal for the proposed Contract for Management Consulting Services (the "Contract") to assist the Steamship Authority in transitioning to a process-based approach to management, including the development and implementation of a safety management system (SMS) across its fleet and a quality management system (QMS) across its entire organization, as recommended by HMS Consulting, Glosten and Rigor Analytics (collectively, "HMS") in the report they issued on their comprehensive review of the SSA's operations, dated December 13, 2018 (the "Report") -- Contract No. 03-2019 -- in strict compliance with the Request for Proposals therefor (including all Addenda thereto) issued by the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority (the "SSA"), which is made a part of this proposal by reference thereto, as stated below:

(Name of Proponent)

hereby proposes to furnish all labor, services and materials and perform all work required to fulfill the Consultant's obligations under the Contract to provide management consulting services to assist the SSA in implementing recommendations contained in a comprehensive review of its operations in strict accordance with and subject to the terms and conditions of the above-referenced Request for Proposals (including all Addenda thereto) (the "Contract Work"), for the following

Total Contract Price, which price shall be without adjustment for changes in labor, material or tax cost:

(Amount in Words)

(\$ _____).

(Amount in Numbers)

The undersigned accepts and agrees to all the terms and conditions of the Request for Proposals as fully as if they were separately repeated and agreed to in this Financial Proposal.

The undersigned agrees that if its proposal is accepted by the SSA, it will enter into a Contract with the SSA as set forth in the Proponent's Consulting Proposal and this Financial Proposal, within five (5) business days after notice of acceptance of its proposal.

The undersigned further agrees: (a) that it will not withdraw the foregoing Financial Proposal prior to _____, 2019; and (b) that in the event _____, 2019 passes without an award of the Contract having been made by the SSA, the foregoing Financial Proposal shall remain in full force and effect for another fifteen (15) day period unless, prior to _____, 2019, the SSA receives written notice of the withdrawal of the foregoing Financial Proposal by the undersigned.

CERTIFICATIONS AND ACKNOWLEDGMENTS.

The undersigned hereby acknowledges and certifies under the penalties of perjury, to the best of his or her knowledge, information and belief, that:

1. In making this proposal, the Proponent has relied only upon the matters contained in the Request for Proposals and addenda thereto which have been issued by the SSA and disseminated to all potential proponents. The Proponent has not relied upon any other representations, either written or oral, made by the SSA and/or any of its Members, officer, employees or agents.
2. The SSA is soliciting competitive proposals pursuant to a determination that such a process best serves the interest of the SSA and the general public, and not because of any legal requirement to do so. The Proponent acknowledges the SSA's right to accept or to reject any and all proposals prior to acceptance, and to waive any informality, all as the SSA in its sole judgment and discretion may deem to be in its best interest.
3. The Proponent named herein has not, directly or indirectly, given, offered or agreed to give any person, corporation or other entity any gift, contribution or offer of employment as an inducement for, or in connection with, the award of this Contract, except as expressly disclosed in this Financial Proposal;

4. No Member, employee or agent of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority shall be in the employ of, or be in any way, directly or indirectly, financially interested in any partnership, corporation or association having any financial transactions connected with this Contract;
5. Pursuant to Mass. G.L. c. 7, §22C, the Proponent does not employ ten or more employees in an office or other facility located in Northern Ireland or, if it does so employ ten or more employees there, that (a) it does not discriminate in employment, compensation or the terms, conditions and privileges of employment on account of religious or political beliefs; and (b) it promotes religious tolerance within the work place and the eradication of any manifestations of religious and other illegal discrimination;
6. Pursuant to St. 1990, c. 521, §7, as amended by St. 1991, c. 329, the Proponent does not have fifty or more employees or, if it does employ fifty or more employees, it has established a dependent care assistance program or a cafeteria plan whose benefits include a dependent care assistance program or it offers child care tuition assistance or on-site or near-site subsidized child care placements;
7. Pursuant to G.L. c. 151A, § 19A(b), the Proponent has complied with all laws of the Commonwealth of Massachusetts relating to contributions to the Massachusetts Unemployment Fund and payments in lieu of such contributions;
8. Pursuant to G.L. c. 62C, §49A, the Proponent has complied with all laws of the Commonwealth of Massachusetts relating to taxes, reporting of employees and contractors, and withholding and remitting of child support; and
9. This proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club or other organization, entity or group of individuals.

(Name of Person Signing Proposal)

(Title of Person Signing Proposal)

(Name of Proponent)

(Federal ID or Soc. Sec. No.)

(Street Address)

(Telephone Number)

(Town/City, State, Zip Code)

(Email Address)

(Date)

(Signature)

EXHIBIT E

NON-PRICE EVALUATION CRITERIA

CONSULTING PROPOSALS

FOR CONSULTING SERVICES

**TRANSITIONING TO A PROCESS-BASED APPROACH TO MANAGEMENT,
INCLUDING THE DEVELOPMENT AND IMPLEMENTATION OF A NEW SAFETY
MANAGEMENT SYSTEM (SMS) AND QUALITY MANAGEMENT SYSTEM (QMS)**

CONTRACT NO. 03-2019

A. BACKGROUND INFORMATION.

Highly Advantageous: The Proponent and persons interested in the Proponent's proposal have not been convicted or finally adjudicated of any of the offenses described in Section A of the Proponent's Consulting Proposal, have not been the subject of petition for bankruptcy, liquidation or reorganization within the last seven years, and are not a Member, officer, employee or agent of the SSA.

Advantageous: While the Proponent and/or a person(s) interested in the Proponent's proposal have been convicted or finally adjudicated of any of the offenses described in Section A of the Proponent's Consulting Proposal, and/or have been the subject of petition for bankruptcy, liquidation or reorganization within the last seven years, such matters were relatively minor and/or explainable, and neither the Proponent nor any person interested in the Proponent's proposal is a Member, officer, employee or agent of the SSA.

Not Advantageous: The Proponent and/or a person(s) interested in the Proponent's proposal have been convicted or finally adjudicated of any of the offenses described in Section A of the Proponent's Consulting Proposal, and/or have been the subject of petition for bankruptcy, liquidation or reorganization within the last seven years, and such matters were not relatively minor and/or explainable; but neither the Proponent nor any person interested in the Proponent's proposal is a Member, officer, employee or agent of the SSA.

Unacceptable: The Proponent and/or a person(s) interested in the Proponent's proposal is a Member, officer, employee or agent of the SSA.

**B. EXPERIENCE ASSISTING MARINE ORGANIZATIONS TRANSITIONING TO
PROCESS-BASED APPROACHES TO MANAGEMENT.**

Highly Advantageous: The Proponent has provided consulting services to assist marine organizations to transition to a process-based approach to management, including the development and implementation of SMSs and QMSs, for vehicle/passenger ferry on at least three occasions over the past seven years, and the Proponent's three most recent

clients for whom those services have been provided were satisfied with the Proponent's services.

Advantageous: The Proponent has provided consulting services to assist marine organizations to transition to a process-based approach to management, including the development and implementation of SMSs and QMSs, although not for any vehicle/passenger ferry operators, on at least three occasions over the past seven years, and the Proponent's three most recent clients for whom those services have been provided were satisfied with the Proponent's services.

Not Advantageous: The Proponent has provided consulting services to assist marine organizations to transition to a process-based approach to management, including the development and implementation of SMSs and QMSs, on fewer than three occasions over the past seven years, and the Proponent's most recent clients for whom those services have been provided were satisfied with the Proponent's services; or the Proponent has provided such consulting services on at least three occasions over the past seven years and one or more of the Proponent's three most recent clients for whom those services have been provided was not satisfied with the Proponent's services.

Unacceptable: The Proponent has provided consulting services to assist marine organizations to transition to a process-based approach to management, including the development and implementation of SMSs and QMSs, on fewer than three occasions over the past seven years, and one or more of the Proponent's most recent clients for whom those services have been provided was not satisfied with the Proponent's services.

C. PROPOSED PERFORMANCE OF CONSULTING SERVICES.

Highly Advantageous: The Proponent's proposal describes a detailed, logical and highly efficient scheme for assisting the SSA in transitioning to a process-based approach to management, and the key individuals who will be involved in the Contract are highly qualified for this project with experience in providing such services to passenger/vehicle ferry operators.

Advantageous: The Proponent's proposal describes a detailed, logical and highly efficient scheme for assisting the SSA in transitioning to a process-based approach to management, and the key individuals who will be involved in the Contract are qualified for this project even though they do not have experience in providing such services to passenger/vehicle ferry operators.

Not Advantageous: The Proponent's proposal describes a credible scheme for assisting the SSA in transitioning to a process-based approach to management, and the key individuals who will be involved in the Contract are adequately qualified for this project.

Unacceptable: The Proponent's proposal does not contain a sufficient description to fully evaluate the Proponent's scheme for assisting the SSA in transitioning to a process-based

approach to management, or the scheme does not include all of the components necessary to produce a complete report that addresses all of the required issues, or the key individuals who will be involved in the Contract do not appear to be qualified for this project.

C. PROPOSED CONTRACT WITHOUT FINANCIAL INFORMATION.

Highly Advantageous: The Proponent's proposed Contract with the SSA for the provision of its consulting services (not including the Proponent's proposed Total Contract Price or any other information from which any aspect of the Proponent's proposed financial compensation for its services can be identified) does not impose any undue obligations on the SSA or contain any unreasonable provisions which are not generally accepted contract terms in the consulting industry.

Advantageous: The Proponent's proposed Contract with the SSA for the provision of its consulting services (not including the Proponent's proposed Total Contract Price or any other information from which any aspect of the Proponent's proposed financial compensation for its services can be identified) does not impose any undue obligations on the SSA but does contain one or more provisions which are unduly one-sided in favor of the Proponent or not generally accepted contract terms in the consulting industry.

Not Advantageous: The Proponent's proposed Contract with the SSA for the provision of its consulting services (not including the Proponent's proposed Total Contract Price or any other information from which any aspect of the Proponent's proposed financial compensation for its services can be identified) imposes undue obligations on the SSA and/or contains one or more provisions which are unduly one-sided in favor of the Proponent or are not generally accepted contract terms in the consulting industry.

Unacceptable: The Proponent's proposed Contract with the SSA for the provision of its consulting services (not including the Proponent's proposed Total Contract Price or any other information from which any aspect of the Proponent's proposed financial compensation for its services can be identified) imposes undue obligations on the SSA and/or contains unreasonable provisions that the SSA, as a public governmental entity, should not accept.

